

RECORDATION NO. 23980-C FILED

MAY 23 '02 4-14 PM

SURFACE TRANSPORTATION BOARD

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May 23, 2002

Julia Farr, Esq.  
Office of Proceedings  
Surface Transportation Board  
Washington, D.C. 20423

Dear Ms. Farr:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Sublease Supplement (CA-WF-2002), dated as of May 21, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement (CA-WF-2002) which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Subessor: State Street Bank and Trust Company of  
California, National Association  
Library Tower  
633 West Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, CA 90071

Subessee: State of California Department of  
Transportation  
Legal Division MS57  
1120 N Street  
Sacramento, CA 95182-1438

Julia Farr, Esq.  
May 23, 2002  
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A description of the railroad equipment covered by the enclosed document is:

Ten (10) coach cars with the State of California Department of Transportation road mark and numbered 635~~1~~<sup>2</sup>, 6361, 6362, 6452, 6453, 6464, 6465, 6852, 6964 and 6965.

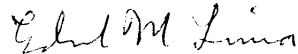
A short summary of the document to appear in the index is:

Memorandum of Sublease Supplement (CA-WF-2002).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

RWA/anm  
Enclosures

23980-C FILED

MEMORANDUM OF SUBLEASE SUPPLEMENT (CA-WF 2002) (Lot No. 1)

Memorandum of Sublease Supplement (CA-WF 2002) (Lot No. 1), dated as of May 21, 2002 between **STATE STREET BANK AND TRUST COMPANY OF CALIFORNIA, NATIONAL ASSOCIATION**, a national banking association, not in its individual capacity, but solely as Trustee, as Sublessor (the "**Sublessor**"), and **STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION**, an agency of the State of California, as Sublessee (the "**Sublessee**").

**WITNESSETH:**

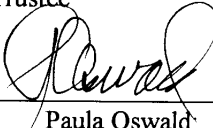
The undersigned have entered into that certain Sublease Supplement (CA-WF 2002) (Lot No. 1), dated as of May 21, 2002, whereby the Sublessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

**IN WITNESS WHEREOF**, the Sublessor and the Sublessee have each caused this Memorandum of Sublease Supplement (Lot. No. 1) to be duly executed by their respective authorized officers on the day and year first above written.

SUBLESSOR:

STATE STREET BANK AND TRUST  
COMPANY OF CALIFORNIA, NATIONAL  
ASSOCIATION, not in its individual capacity, but  
solely as Trustee

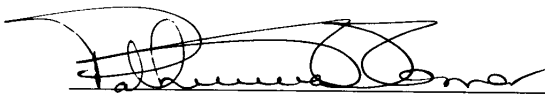
By:   
Name Paula Oswald:  
Title Vice President

ACKNOWLEDGEMENT

STATE OF CALIFORNIA           )  
  ) ss.  
COUNTY OF LOS ANGELES    )

On May 15, 2002 before me, Pathricia O'Connor the undersigned notary public in and for said County and State, personally appeared Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person(s) whose name(s) is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity(ies) and that, by her signature(s) on the instrument, the person(s) or the entity(ies) upon behalf of which the person(s) acted executed the instrument.

WITNESS my hand and official seal.



My commission expires on September 23, 2003

SUBLESSEE:

STATE OF CALIFORNIA DEPARTMENT OF  
TRANSPORTATION

By: William B. Bassett  
Name: William B. Bassett  
Title: Attorney

ACKNOWLEDGEMENT

STATE OF California  
COUNTY OF Sacramento ss.

On 5-16, 2002, before me, ANN MONTGOMERY, personally came William B. Bassett, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Ann Montgomery  
Notary Public

My commission expires on \_\_\_\_\_, 20\_\_



**EXHIBIT A**

**DESCRIPTION OF RAILCARS; EQUIPMENT VALUES**

**Lot No. 1**

| <b>Description of Item of Equipment</b> | <b>Serial Number</b> | <b>Equipment Value</b> |
|---|----------------------|------------------------|
| Alstom Cab/Baggage Coach                | 6964                 | \$3,580,000.00         |
| Alstom Cab/Baggage Coach                | 6965                 | \$3,580,000.00         |
| Alstom Custom Class Coach               | 6852                 | \$3,840,000.00         |
| Alstom Café Coach                       | 6352                 | \$3,700,000.00         |
| Alstom Café Coach                       | 6361                 | \$3,700,000.00         |
| Alstom Café Coach                       | 6362                 | \$3,700,000.00         |
| Alstom Trailer Coach                    | 6464                 | \$3,580,000.00         |
| Alstom Trailer Coach                    | 6465                 | \$3,580,000.00         |
| Alstom Trailer Coach                    | 6452                 | \$3,580,000.00         |
| Alstom Trailer Coach                    | 6453                 | \$3,580,000.00         |